

CERTIFICATE OF MERGER OF
CARIBE GENERAL ELECTRIC PRODUCTS, INC.
WITH AND INTO
NBC-RAINBOW HOLDING, INC.

(Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware)

The undersigned corporation organized and existing under and by virtue of the
General Corporation Law of California,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent
corporations of the merger is as follows:

NAME

STATE OF INCORPORATION

Caribe General Electric Products, Inc.
NBC-Rainbow Holding, Inc.

Delaware
California

SECOND: That an Agreement and Plan of Merger and Reorganization, dated
as of December 20, 2001 (the "Merger Agreement"), by and among Caribe General Electric
Products, Inc. and NBC-Rainbow Holding, Inc. has been approved, adopted, certified, exe-
cuted and acknowledged by each of the constituent corporations in accordance with the re-
quirements of Section 252 of the General Corporation Law of the State of Delaware (the
"DGCL").

THIRD: That the name of the surviving corporation is NBC-Rainbow Holding,
Inc. (the "Surviving Corporation"), which will continue its existence as said surviving corpora-
tion under its present name upon the effective date of the merger.

FOURTH: That as of the effective date of the merger, the Articles of Inincorpo-
ration of NBC-Rainbow Holding, Inc. immediately prior to the effective date shall be the Arti-
cles of Incorporation of the Surviving Corporation.

FIFTH: That the executed Merger Agreement is on file at an office of the Sur-
viving Corporation, the address of which is 30 Rockefeller Plaza, New York, New York
10112.

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SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Caribe General Electric Products, Inc. arising from the merger, including any suits or proceedings to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 30 Rockefeller Plaza, New York, New York 10112, unless said Surviving Corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

Dated: December 20, 2001

NBC-RAINBOW HOLDING, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

ATTEST:

By: /s/ Patricia Suh
Patricia Suh
Corporate & Transactions Counsel
National Broadcasting Company, Inc.

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